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NORTH RANKIN NICKEL MINES LIMITED

Suite 509, 25 Adelaide Street West
Toronto 1, Ontario

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of North Rankin Nickel Mines Limited (the "Company") will be held in Suite 510, 25 Adelaide Street West, Toronto, Ontario, on Tuesday, the 24th day of June, 1969, at the hour of 12:00 o'clock noon (Toronto Time) for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended December 31, 1968, together with the report of the auditors thereon;
2. To elect directors;
3. To appoint auditors; and
4. To transact such further or other business as may properly come before the meeting or any adjournment thereof.

DATED the 6th day of June, 1969.

By Order of the Board,

R. D. BELL,
Secretary-Treasurer.

NOTE:

Shareholders who are unable to be present personally at the meeting are requested to sign and return, in the envelope provided for that purpose, one of the accompanying forms of proxy for use at the meeting.

NORTH RANKIN NICKEL MINES LIMITED

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Toronto 1, Ontario

INFORMATION CIRCULAR

MANAGEMENT SOLICITATION

This information circular is furnished in connection with the solicitation of proxies by the Management of North Rankin Nickel Mines Limited (the "Company") for use at the annual meeting of the shareholders of the Company to be held on Tuesday, June 24, 1969 at 12:00 o'clock noon (Toronto time) in Suite 510, 25 Adelaide Street West, Toronto, Ontario, for the purposes set out in the foregoing notice of meeting. The cost of solicitation will be borne by the Company.

The forms of proxy forwarded to shareholders with the notice of the meeting confer discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the notice of meeting or other matters which may properly come before the meeting. Proxies given by shareholders for use at the meeting will be voted and may be revoked at any time prior to their use.

The Management knows of no matters to come before the meeting other than matters referred to in the foregoing notice of meeting. However, if any other matters which are not now known to the Management should properly come before the meeting, the proxy will be voted on such matters in accordance with the best judgment of the proxy nominees.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

5,469,534 shares of $1.00 par value each have been issued and are now outstanding as fully paid and non-assessable. Holders of outstanding shares of record at the time of the annual meeting will be entitled to one vote per share at such meeting.

To the knowledge of the directors and senior officers of the Company, International Mogul Mines Limited, beneficially owns more than 10% of the outstanding shares of the Company owning 1,389,600 shares, being 25.5% of the outstanding shares of the Company.

ELECTION OF DIRECTORS

Each of the persons whose names appear hereunder is proposed to be elected as a director of the Company to serve until the next annual meeting of shareholders or until his successor is elected or appointed. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the election of such persons as directors of the Company.**

Name and office held	Present principal occupation	Year first elected as a director	Shares of the Company beneficially owned directly or indirectly as of June 6, 1969
G. D. Pattison President and Director	Vice-President Administration International Mogul Mines Limited	1955	9
S. A. Perry Vice-President and Director	Chairman of the Board International Mogul Mines Limited	1955	1
R. D. Bell Secretary-Treasurer and Director	Vice-President Finance International Mogul Mines Limited	1957	1
Murray Cooper Director	Mining Executive	1962	1
W. W. Weber Director	Vice-President Exploration International Mogul Mines Limited	1955	1

REMUNERATION OF MANAGEMENT AND OTHERS

During the financial year ended December 31, 1968, the aggregate direct remuneration paid or payable by the Company to the directors and senior officers of the Company was $3,000.00.

APPOINTMENT OF AUDITORS

Management proposes to nominate Messrs. Thorne, Gunn, Helliwell & Christenson, the present auditors, as auditors of the Company, to hold office until the next annual meeting of shareholders. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the appointment of Messrs. Thorne, Gunn, Helliwell & Christenson as auditors of the Company.**

June 6, 1969.

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